

RECORDATION NO. 26320-T FILED

OCT 27 06

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SURFACE TRANSPORTATION BOARD

Law Offices of
Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204
(202) 466-6532
Lou_Gitomer@verizon.net

October 27, 2006

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment and Agreement, a secondary document, dated as of October 27, 2006. The primary document to which this is connected is recorded under Recordation No. 26320. We request that the copy of this document be recorded under Recordation No. 26320-T.

The names and addresses of the parties to the Memorandum of Assignment and Agreement are:

Assignor:

LaSalle National Leasing Corporation
One West Pennsylvania Avenue, Suite 1000
Towson MD 21204

Assignee:

Farm Credit Services of Mid-America, PCA
1601 UPS Drive
Louisville, KY 40223

A description of the equipment covered by the Memorandum of Assignment and Agreement consists of three GP-38-2 locomotives numbered BNSF 2014, 2024, and 2029.

Honorable Vernon A. Williams

October 27, 2006

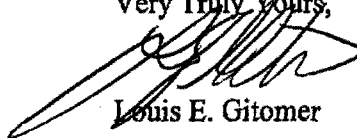
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A fee of \$34.00 is enclosed. Please return one copy to:

Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204

A short summary of the document to appear in the index follows: a Memorandum of Assignment and Agreement between LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson MD 21204, and Farm Credit Services of Mid-America, PCA, 1601 UPS Drive, Louisville, KY 40223, covering three GP-38-2 locomotives numbered BNSF 2014, 2024, and 2029.

Very Truly Yours,

A handwritten signature in dark ink, appearing to read 'L. Gitomer', is written over the typed name.

Louis E. Gitomer

Enclosures

OCT 27 '06

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND AGREEMENT

This Memorandum of Assignment and Agreement is dated as of October 27, 2006 by and between LASALLE NATIONAL LEASING CORPORATION ("LASALLE"), One West Pennsylvania Avenue, Towson, MD 21204, the assignor, and FARM CREDIT SERVICES OF MID-AMERICA, PCA, 1601 UPS Drive, Louisville, KY 40223 ("FARM CREDIT"), the assignee.

WITNESSETH:

1. LASALLE, as lessor, entered into a Locomotive Lease Agreement (the "Lease") dated as of April 25, 2006 by and among LASALLE, as lessor, National Railway Equipment Company, and BNSF Railway Company, as lessee, for certain locomotives identified in the Attachment (the "Locomotives") to lessee. A Memorandum of Lease dated as of May 11, 2006 was recorded on May 12, 2006 at the Surface Transportation Board (the "Board") under Recordation No. 26320-A.

2. LASALLE and FARM CREDIT have entered a Master Assignment Agreement dated as of March 24, 2006, which is evidenced by this Memorandum of Assignment and Agreement with respect to the Locomotives.

3. This Memorandum of Assignment and Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Assignment and Agreement to be executed by their duly authorized officers as of the date first written above.

LASALLE NATIONAL LEASING
CORPORATION
as Assignor

By: 

Name:

JAMES A. VLK

Title:

SENIOR VICE PRESIDENT

FARM CREDIT SERVICES OF MID-
AMERICA, PCA
as Assignee

By: 

Name:

Tim J. Fenley

Title:

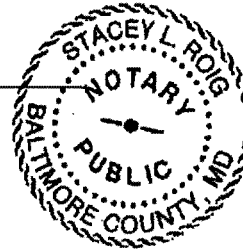
Credit Officer

STATE OF Maryland)
) ss
COUNTY OF Baltimore)

On this 27th day of October, 2006, before me personally appeared James A Vlk, to me personally known, who being by me duly sworn, says that (s)he is the Senior Vice President, of LaSalle National Leasing Corporation that the foregoing instrument was signed on behalf of said limited liability corporation, and (s)he acknowledged that the execution of the said instrument was his free act and deed.

My commission expires: Aug. 4, 2009

Stacey L. Roig
NOTARY PUBLIC



COMMONWEALTH OF KENTUCKY)
) ss
COUNTY OF Jefferson)

On this 27th day of October, 2006, before me personally appeared Tim J. Fralcy, to me personally known, who being by me duly sworn, says that he is the Credit Officer, of Farm Credit Services of Mid-America, PCA that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

My commission expires: 6/18/2009

Stacey L. Roig
NOTARY PUBLIC

ATTACHMENT

- Three (3) Locomotives numbered BNSF 2014, BNSF 2024, and BNSF 2029